

Objection Deadline: August 14, 2019 at 4:00 p.m. (Eastern Time)
Hearing Date: Thursday, September 5, 2019 at 10:00 a.m. (Eastern Time)

JONES DAY
Jane Rue Wittstein
Thomas E. Lynch
Andrew Butler
250 Vesey Street
New York, NY 10281
Tel: (212) 326-3939
Fax: (212) 755-7306
Email: jruewittstein@jonesday.com
Email: tlynch@jonesday.com
Email: abutler@jonesday.com

*Attorneys for Reorganized Debtors
NIU Holdings LLC and NII Holdings, Inc.*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In the matter of:	Chapter 11
NIU Holdings LLC,	Case No. 15-10155 (SCC)
Reorganized Debtor.	
	x

NIU Holdings LLC,	
	:
Plaintiff,	
v.	
	:
AT&T Mobility Holdings, B.V.; New Cingular	
Wireless Services, Inc.; Nextel International	
(Uruguay) LLC; and Comunicaciones Nextel	
de México S.A. de C.V.,	
	:
	:
	:
	x
Defendants.	

**NOTICE OF MOTION OF NIU HOLDINGS LLC
AND NII HOLDINGS, INC. FOR SUMMARY JUDGMENT**

PLEASE TAKE NOTICE that Plaintiff/Counterclaim-Defendant NIU Holdings LLC (“NIU”) and Third-Party Defendant NII Holdings, Inc. (“NII”), upon the accompanying

(1) memorandum of law, dated July 22, 2019, in support of NIU's and NII's motion for summary judgment granting their affirmative claims and denying Defendants' counterclaims; (2) NIU's and NII's Local Bankruptcy Rule 7056-1 Statement of Undisputed Material Facts, dated July 22, 2019; (3) the Declaration of Thomas E. Lynch, dated July 22, 2019, and the exhibits annexed thereto, including without limitation the Declaration of Shana Smith, dated July 22, 2019, and the Declaration of Timothy Mulieri, dated July 22, 2019, will move this Court pursuant to Rule 7056 of the Federal Rules of Bankruptcy Procedure and Local Bankruptcy Rule 7056-1 for an Order, substantially in the form attached hereto as **Exhibit A**, finding that Defendants are in breach of contract, declaring that NIU is entitled to the immediate disbursement of \$65,800,288 currently being held in an escrow account, plus pre-judgment interest, and dismissing Defendants' counterclaims against both NIU and NII.

PLEASE TAKE FURTHER NOTICE that, based upon the schedule previously established by the Court (*see* Dkt. No. 17 (the "Scheduling Order")):

- (1) Objections or oppositions, if any, to the relief sought by NIU and NII be in writing and filed with the Court no later than **August 14, 2019 at 4:00 p.m. (Eastern Time)** (the "Objection Deadline") and served in accordance with the Scheduling Order;
- (2) A reply, if any, to objections timely filed must be in writing and filed with the Court no later than **August 22, 2019 at 4:00 p.m. (Eastern Time)** (the "Reply Deadline") and served in accordance with the Scheduling Order.

PLEASE TAKE FURTHER NOTICE that a hearing on the motion by NIU and NII is scheduled to be held before the Honorable Shelley C. Chapman, United States Bankruptcy Judge for the Southern District of New York, in the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Courtroom 623, New York, NY 10004 (the "Court") on **September 5, 2019, at 10:00 a.m. (Eastern)** or as soon thereafter as counsel may be heard.

PLEASE TAKE FURTHER NOTICE that the Hearing may be adjourned from time to time without further notice other than the filing of a notice on the Court's electronic docket for these cases or the announcement of such adjournment in open court.

Dated: July 22, 2019
New York, New York

Respectfully submitted,

/s/ Jane Rue Wittstein
Jane Rue Wittstein
Thomas E. Lynch
Andrew Butler
JONES DAY
250 Vesey St.
New York, NY 10281-1047
Tel: (212) 326-3939
Fax: (212) 755-7306
Email: jruewittstein@jonesday.com
Email: tlynch@jonesday.com
Email: abutler@jonesday.com

*Attorneys for Reorganized Debtors
NIU Holdings LLC and NII Holdings, Inc.*

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In the matter of:	x
	:
NIU Holdings LLC,	
	:
Reorganized Debtor.	
	:
	:
	:
	x
NIU Holdings LLC,	
	:
Plaintiff,	
v.	
AT&T Mobility Holdings, B.V.; New Cingular	:
Wireless Services, Inc.; Nextel International	:
(Uruguay) LLC; and Comunicaciones Nextel	:
de México S.A. de C.V.,	:
	:
Defendants.	
	:
	x

**[PROPOSED] ORDER GRANTING MOTION OF NIU HOLDINGS LLC AND
NII HOLDINGS, INC. FOR SUMMARY JUDGMENT**

Upon the motion of NIU Holdings LLC (“NIU”) and NII Holdings, Inc. (“NII”) dated July 22, 2019 for an order (this “Order”) pursuant to Rule 7056 of the Federal Rules of Bankruptcy Procedure and Local Bankruptcy Rule 7056-1 entering summary judgment in their favor granting their affirmative claims and denying Defendants’ counterclaims, accompanied by (1) the memorandum of law, dated July 22, 2019, in support of NIU’s and NII’s motion for summary judgment; (2) NIU’s and NII’s Local Bankruptcy Rule 7056-1 Statement of Undisputed Material Facts, dated July 22, 2019; (3) the Declaration of Thomas E. Lynch, dated July 22, 2019, and the exhibits annexed thereto, including without limitation the Declaration of Shana Smith, dated July 22, 2019, and the Declaration of Timothy Mulieri, dated July 22, 2019

(collectively, the “Motion”); the Bankruptcy Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Motion and the relief requested therein being a core proceeding pursuant to § 157(b); venue being proper in this District and before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; service and notice of the Motion having been adequate and appropriate under the circumstances and no other or further notice being required; and having reviewed the Motion and its supporting papers, and the papers filed by Defendants in opposition and by NIU and NII in reply, and the parties having had the opportunity to be heard, the Court after due deliberation and sufficient cause appearing therefore, hereby finds that there are no genuine issues of material fact with respect to the relief sought in the Motion and that NIU and NII are entitled to a judgment finding Defendants in breach of contract and declaring that NIU is entitled to the immediate disbursement of \$65,800,288 currently being held in an escrow account, plus pre-judgment interest, and the dismissal of Defendants’ counterclaims against NIU and third-party claims against NII; and

The Court hereby ORDERS that:

1. NIU’s and NII’s Motion is GRANTED.
2. The counterclaims asserted by AT&T Mobility Holdings, B.V., New Cingular Wireless Services, Inc., Nextel International (Uruguay) LLC, and Comunicaciones Nextel de México S.A. de C.V. against NIU are DISMISSED.
3. The third-party claims asserted by AT&T Mobility Holdings, B.V., New Cingular Wireless Services, Inc., Nextel International (Uruguay) LLC, and Comunicaciones Nextel de México S.A. de C.V. against NII are DISMISSED.
4. NIU is entitled to \$65,800,288 currently held by Citibank, N.A. in the Escrow Account established in accordance with the Escrow Agreement (as defined in the Declaration of

Thomas E. Lynch, dated July 22, 2019), and that amount is to be released from the Escrow Account to NIU pursuant to this Order.

5. NIU is entitled to prejudgment interest on the amount of \$35,462,965 from October 24, 2018 to the date of this Order.

6. NIU is entitled to prejudgment interest on the amount of \$32,862,986 from April 2, 2019 to the date of this Order.

7. Within ten (10) days of the entry of this Order, the parties shall submit to the Court either an agreed interest calculation consistent with this Order or, if there is no agreed calculation, their respective positions regarding the appropriate interest calculation for the Court to finally determine.

8. The Court shall retain jurisdiction to resolve disputes in connection with this Order.

Dated: September __, 2019
New York, New York

HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE